

**MINUTES OF THE ANNUAL GENERAL MEETING OF MEMBERS
OF NUNAVUT BROADBAND DEVELOPMENT CORPORATION
FEBRUARY 17, 2006**

Held at the Frobisher Inn, Baffin Room Iqaluit, Nunavut on the 17th day of February, 2006 at 11:00 a.m. (Eastern Time), and with members and/or their proxies also present by teleconference communications as permitted by the by-laws of the Corporation.

1. CALL TO ORDER

Mr. Ohokannoak, Chair of the Board of the Corporation called the meeting to order, and welcomed everyone to the annual general meeting of Nunavut Broadband Development Corporation.

[interpreter]

Mr. Ohokannoak inquired if anybody required interpretation here in Iqaluit or on the phone.

[interpreter]

It was determined that nobody required interpretation, and Mr. Ohokannoak directed that the minutes reflect the proceedings would be conducted in English and there would be no pauses for local interpreters.

[interpreter]

Mr. Ohokannoak thanked the interpreter, and introduced Lorraine Thomas, Secretary-Treasurer of Nunavut Broadband Development Corporation. Ms. Thomas acted as Secretary for the Annual General Meeting.

Roll call was conducted to determine quorum. Members present in Iqaluit:

*Bob McLean
Steve Smith
Shawn Ittinuar-Edwards
Bob Long
Robbin Sinclair-Chenier
Yvonne Earle
Tara-Lynn Chaisson
Eliane Kanayuk
Melanie Abbott
Brian McLeod
Madeleine Qumuatuq
Gavin Wilkinson*

*Adamee Itorcheak
Eva Akpalialuk
Lorraine Thomas
Ed Maruyama
Geoff Ryan*

*Proxies:
Mark Spence-Vinge
Beth Beattie
Judy Watt*

Members by phone from Cape Dorset
*Mike Perry
Qiatsug Qiatsug*

Members by phone from Clyde River
*Mike Jaypoody
Samueli Qiupaluk*

2. CONFIRMATION OF NOTICE OF MEETING

Mr. Ohokannoak confirmed that the notice of the meeting was published in the Nunatsiaq News on February 12 and a Record Date of February 16, 2006 for members entitled to participate in the meeting was published at that time. He confirmed that a further Notice of Annual Meeting, the proposed Agenda and the form of Proxy were delivered in accordance with the by-laws of the Corporation on February 13, 2005 to all members listed and admitted to membership as of an effective Record Date of February 16, 2006 (which also included member applications received by February 13, 2006 and approved by the Board of Directors). He also confirmed that the notice calculation was done in accordance with the by-laws of the Corporation, and that any new membership applications received since then would be provided to the new board of directors at their first meeting later that day.

Mr. Ohokannoak invited members to add any other agenda items to the end of the agenda under Other Business.

2006 AGM Resolution #1: Approval of Agenda

On motion duly made by Yvonne Earle, seconded by Shawn Ittinuar Edwards, and unanimously carried, the following resolution was passed:

BE IT RESOLVED that the Agenda for the Annual General Meeting of Nunavut Broadband Development Corporation delivered with the Notice of Meeting on February 13, 2006 is hereby approved without modification.

3. Verifying Quorum (10% of Members as of February 16, 2005)

Mr. Ohokannoak addressed the issue of Quorum, explaining that the General By-law of the Corporation requires ten (10%) percent of the members of each class of membership in the Corporation to be participating themselves (or by a formal proxy) either in person or by teleconference communication.

As of February 16, 2005 there were 243 Nunavut Resident Members whose membership applications had been received and accepted by the Board of Directors of the Corporation, and that the poll taken earlier in the meeting clearly established 24 persons which is well in excess of 10% Nunavut Resident Members present in person or by teleconference communication. Three written proxies were deposited with the Corporation for members being represented by proxy. Mr. Ohokannoak noted that the Corporation also has one (1) Governmental Organization Member (the GN as represented by the Department of ED&T) and one (1) Non-Governmental Organization Member (NTI) and representatives of these organizations are present.

Ms. Thomas confirmed that quorum was met according to the by-laws.

Mr. Ohokannoak noted there were no objections to the constitution of the meeting, that a quorum exists for a meeting of members, called the meeting to order, and announced the meeting duly convened as the 2006 annual general meeting of Nunavut Broadband Development Corporation.

4. Approval of Minutes of November 18, 2003 Annual General Meeting

Mr. Ohokannoak explained the last Annual General Meeting was held on May 27, 2005, where the March 31, 2004 financial statements were approved. Also, the current 7 elected Directors were elected to serve along with the 2 Directors appointed by each of the Government of Nunavut (1 Director) and Nunavut Tunngavik Inc. (1 Director) who are the only Governmental Organization Members and Non-Governmental Organization Members of NBDC. The minutes of the last Annual General Meeting had been posted on the Corporation's website. He noted that the previous notices drew the attention of Members to the web-link in order to review the last Annual General Meeting's minutes. Mr. Ohokannoak asked for a motion to approve the minutes of the 2005 Annual General Meeting.

2006 AGM Resolution #2: Approval of 2005 AGM Minutes

On motion duly made by Yvonne Earle, seconded by Eliane Kanayuk-Gabriel, and unanimously carried, the following resolution was passed:

BE IT RESOLVED that the minutes of the 2005 Annual General Meeting held on May 27, 2005 as posted on the Corporation's website are hereby accepted and approved as presented to the Members.

5. Receiving and Considering the President's Report

Mr. Ohokannoak invited the President of NBDC, Mr. David Smith, to present his report.

Mr. Smith thanked the Chairman. He explained the QINIQ network launched May of 2005, and all communities were online by August. One in four households are connected, and makes Nunavut one of the most connected jurisdictions. NBDC was recognized as a Smart 21 Community by the Intelligent Community Forum of New York.

He acknowledged the contributions of the board for their direction, and Ms. Thomas for her efforts. He also recognized the outstanding contribution of SSI Micro, and the CSPs in making the network a success.

He outlined the challenges NBDC faces over the next few years, and outlined the various applications on broadband, as outlined in the President's Report. Examples included videoconferencing. Currently, two subscribers can connect point to point. NBDC is working on multi-point videoconferencing, invaluable for business, education, and organizations. Other applications include security monitoring, visitor access to the network that will create local revenue, Voice-Over IP for QINIQ subscribers providing VOIP access to Nunavut residents, just as VOIP is being made available in the south. Other applications include training and distance education applications, portable connections on the land, and training modules being delivered via the Internet.

Mr. Smith encouraged all members to provide feedback regarding the services at any time, and expressed his appreciation for the assistance and support provided by QINIQ customers and NBDC members.

6. Receiving and Considering the Financial Statements of the Corporation for the financial year ending March 31, 2004, and the report of the Auditors

Mr. Ohokannoak addressed the Financial Statements of the corporation. He confirmed that the Auditors' Report dated September 29, 2005 and the Financial Statements of the Corporation for the financial year ending March 31, 2005 were posted on the NBDC website and that in prior notices to Members they had been requested to review the 2005 financial statements to be approved by the meeting.

He then invited Ms. Thomas to explain the structure of the statements and the reason for three different sets of statements.

Ms. Thomas explained that Nunavut Broadband Development Corporation as an NPO has its own set of financial statements, reflecting the projects that have been carried out by Nunavut Broadband. NBDC Inc. statements reflect the assets being held by this 100% owned subsidiary of Nunavut Broadband. She also explained that there was a board committee that reviewed the financial statements in detail with the auditor. The audit committee recommended to accept the statements to the NBDC board.

2004 AGM Resolution #3: Approval of 2004-2005 Financial Statements

On motion duly made by Gavin Wilkinson, seconded by Tara-Lynn Chaisson, and unanimously carried, the following resolution was passed:

BE IT RESOLVED THAT the Auditor's Report of Mackay Landau dated September 29, 2005, and the Audited Financial Statements of the Corporation related thereto for the financial year ending March 31, 2005, are hereby accepted and approved as presented to the members, and that any two (2) directors of the Corporation are authorized to sign the financial statements on behalf of the Corporation.

7. Proposal for Providing Continuity of Directors (Staggered Terms)

Mr. Ohokannoak explained that at the previous annual general meeting a request was made to consider the issue of staggered terms for directors to ensure continuity on the Board. He asked Ms. Thomas to review this issue for the members.

Ms. Thomas explained that the AGM cycle has been off-schedule due to the delay of the launch of the network, so the board proposes that they continue in office until the fall of 2006. A special resolution of the general membership is required to change the by-laws in order to have staggered terms. Ms. Thomas explained that the appointed members from the Non-Governmental Class (NTI) and the Governmental Class (GN EDT) appoint their members at will, and determine the length of their time on the NBDC board independently. The staggered terms consist of 2 year or 3 year terms, applied only to the 7 elected board members. This is to ensure continuity to NBDC. Ms. Thomas explained how the elected members select which term they will serve. The three with the most votes get to choose whether they serve 2 or 3 year terms.

Mr. Ohokannoak requested that Mr. McLean read the resolution aloud. Mr. McLean then read the resolution aloud.

Shawn Ittinuar-Edwards suggested that the length of the term for 3 years may discourage good people from running.

Bob Long explained that the BBDC board uses a staggered board system – 4 meetings a year is not onerous, suggesting that 3 year terms work. He suggested that NBDC try the staggered terms as suggested, and if that needs changing, it can be altered later.

Mr. Ohokannoak told the members that the board had lengthy discussions about the 2 and 3 year terms, and are recommending this option for continuity.

Being no further discussion, the resolutions were read aloud again to the membership by Mr. Ohokannoak.

2006 AGM Resolution #4: Resolution for Continuation of Current Directors

On motion duly made by Adamee Itorcheak, seconded by Eliane Kanayuk-Gabriel, and unanimously carried, the following resolution was passed:

BE IT RESOLVED THAT the directors holding office since election at the May, 2005 Annual Meeting of the Corporation shall continue to hold office until the next ensuing annual meeting of the Corporation (anticipated in the fall of 2006), or until their successors are elected or appointed in accordance with the Corporation's by-laws.

2006 AGM Resolution #5: Special Resolution for Staggered Terms of Directors

On motion duly made by Ed Maruyama, seconded by Melanie Abbott, and carried by 2/3rd of the membership in person, the following resolution was passed:

BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:

1. Seven directors of the Corporation shall be elected in accordance with the selection criteria set forth in paragraph 8(b) of the by-laws, and commencing with the next annual meeting of the Corporation, and as permitted by paragraph 8(c) of the by-laws of the Corporation, the directors so elected shall retire in staggered terms of two (2) years for four (4) such directors and three (3) years for three (3) such directors, and each of the directors shall continue in office until the expiry of their respective terms every 2nd or 3rd annual meeting, including every 7th annual meeting when the terms of all of the directors so elected shall expire, but continuing in office until their successors are elected or appointed in accordance with the by-laws of the Corporation from time to time.

2. At the next election of directors at the next annual meeting of the Corporation following the financial year of the Corporation ending March 31, 2006, the option to choose to hold office for three (3) years or two (2) years shall be offered to the seven proposed candidates for director who have been selected in accordance with the selection criteria set forth in paragraph 8(b) of the by-laws in descending order of priority from the candidate receiving the highest number of votes cast to the candidate receiving the lowest number of votes cast until the terms of all elected directors shall have been determined.

3. If a successful candidate who is not provided with a choice of term does not wish to accept a staggered term of office determined as aforesaid he may decline to hold office, and in such case the candidate who would have been selected eighth (as the candidate meeting the selection criteria set forth in paragraph 8(b) of the by-laws who received the next most votes) shall then be offered the remaining position and term of office, and so on in descending order of votes cast for candidates who meet the selection criteria set forth in paragraph 8(c) of the by-laws, until there shall be seven directors holding office for staggered terms of two years and three years, respectively, as aforesaid.

8. Appointing Auditors and Authorizing Directors to fix their remuneration

Mr. Ohokannoak told the members that he had been advised by legal counsel that it is the prerogative of the members to appoint the Corporation's Auditors as well as approve the report and financial statements of the Corporation that would be prepared for the ensuing financial year.

He read the following resolution aloud for the membership.

Mr. Long asked Ms. Thomas, Secretary-Treasurer, if she was satisfied with the work of the auditors this year.

Ms. Thomas informed the membership that she is very satisfied with the work of the auditors, as being very available for assisting our very complex organization.

2004 AGM Resolution #6: Appointment of Auditors

On motion duly made by Yvonne Earle, seconded by Eliane Kanayuk-Gabriel, and unanimously carried, the following resolution was passed:

BE IT RESOLVED THAT Mackay Landau be, and they are hereby appointed, the Auditors of the Corporation until the next annual general meeting of the members

or until their successors are appointed, at a remuneration to be fixed by the Board of Directors, the directors being hereby authorized to fix such remuneration.

9. Transacting Such Further and Other Business as may be properly brought before the Meeting or any Adjournment of the Meeting

Mr. Ohokannoak asked the members if there were any other Agenda items that any of the members wish to have added to the meeting? He told members that information items do not require a formal motion, and any member could speak to any matter they wish at this time.

There were no other items brought forward by members.

Mr. Smith encouraged members to request a DVD describing the QINIQ project.

Ms. Thomas thanked Industry Canada for funding the video and INAC for funding its duplication.

10. Termination of the Meeting

As there was no further business items Mr. Ohokannoak declared the meeting adjourned. He thanked the many people that have supported the Corporation's objectives and he expected that support will continue from all the members.

He then asked for a motion to adjourn the meeting to read as follows:

2004 AGM Resolution #7: Adjournment of Meeting

On motion duly made by Eliane Kanayuk-Gabriel, seconded by Geoff Ryan, and unanimously carried, the following resolution was passed:

BE IT RESOLVED THAT the 2006 Annual General Meeting of Nunavut Broadband Development Corporation is hereby adjourned.

Mr. Ohokannoak thanked Mr. Smith and Ms. Thomas for their contribution to Nunavut Broadband, and the general membership for their contribution of time.

Chair of the meeting
Darrell Ohokannoak

Secretary of the meeting
Lorraine Thomas